

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IRWIN FRANCHISE CAPITAL CORPORATION, X

Plaintiff,

v.

WINDRAM ENTERPRISES, INC.,

Defendant.

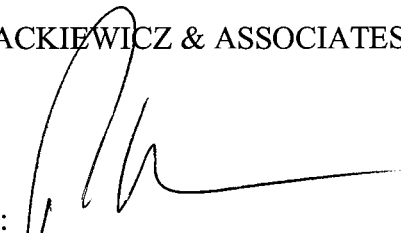
NOTICE OF CROSS MOTION

Civil Action No.: 07 CIV 3785
(Hon. William C. Conner)

PLEASE TAKE NOTICE that, upon the annexed Affidavit of Richard W. Mackiewicz, Jr., Esq. dated October 19, 2007, and the exhibits annexed thereto, Defendant will make a cross motion before this Court for an Order pursuant to 15 (a) of the Federal Rules of Civil Procedure granting Defendant leave to file an Amended Counterclaim in the form of Exhibit "A" to the Affidavit, together with such further and different relief as the Court may deem just and proper.

Dated: October 19, 2007
Hoboken, New Jersey

MACKIEWICZ & ASSOCIATES, L.L.C.

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